

TORONTO STOCK EXCHANGE

JUL 7 - 1952

LISTING STATEMENT

GENERAL MOTORS CORPORATION

Primarily an operating company incorporated on October 13, 1916 under the Laws of the State of Delaware

COMMON STOCK, PAR VALUE \$5.00 Per Share
(Transferable in Canada in Toronto and Montreal)

CAPITAL SECURITIES AS AT MARCH 31, 1952

	Number of Shares Authorized	Number of Shares Issued	Number of Shares to be Listed
CAPITAL STOCK			
Preferred, without par value..... (\$5.00 series—1,875,366 shares issued) ... (\$3.75 series—1,000,000 shares issued) ...	6,000,000	2,875,366	None
Common, \$5 par value.....	150,000,000	88,208,680	88,208,680
		Amount of Bonds Authorized	Amount of Bonds Outstanding
FUNDED DEBT.....		NONE	NONE

June 3, 1952

1. APPLICATION
GENERAL MOTORS CORPORATION (herein referred to as "the Corporation") hereby makes application for listing on the Toronto Stock Exchange of its 88,208,680 shares of common stock of the par value of \$5.00 each, all of which are issued.

2. HISTORY AND BUSINESS
General Motors Corporation was incorporated on October 13, 1916, under the Laws of the State of Delaware and is the successor to General Motors Company, a corporation organized on September 16, 1908 under the Laws of the State of New Jersey.
The Corporation is primarily an operating company engaged in manufacture, assembly and sale of various products which are sold in competitive markets. During World War II and in the current defense rearmament period, the Corporation is also an important manufacturer of military equipment.
The Corporation's principal peacetime products are in the automotive field and consist of Chevrolet, Pontiac, Oldsmobile, Buick and Cadillac passenger cars; Fisher bodies; Chevrolet trucks; GMC trucks and GM motor coaches; and automotive replacement parts. The major portion of these products is marketed to retail dealers in the United States and Canada who are independent merchants and distribute locally the vehicles which they purchase from the Corporation. As of December 31, 1951, there were approximately 18,500 such dealers in the United States and Canada. In addition to the various lines of passenger cars and trucks, the Corporation manufactures a large volume of component parts and accessories used in the manufacture of passenger cars and trucks. Although the greater portion of this output of parts and accessories is taken by the car and truck divisions of the Corporation, a substantial amount is sold to outside manufacturers including other automobile and truck manufacturers. Some of the output of parts and accessories is also marketed through distributors and jobbers.
Substantial quantities of products other than automotive are likewise manufactured by the Corporation. These non-automotive products may be grouped as follows:
a. Household appliances, which consist of such products as electrical refrigeration units and equipment for household and commercial installations, air conditioning, electric ranges, automatic washers, water coolers, boiler and water systems, oil burners, and oil and gas water heaters. These products are marketed largely through independent retail dealers, wholesale distributors, department stores and electric utility companies.
b. Diesel engines for trucks, motor coaches, tractors, vessels of various sizes, stationary and mobile power generators, etc. Also produced are diesel locomotives for passenger, freight and switching use. Jet propulsion engines for aircraft use are also manufactured. These products are generally produced on order and sold directly to users or to manufacturers who incorporate the engines in their product.
c. Miscellaneous products, the chief ones being ball and roller bearings, airplane propellers, and electric motors.

This listing statement is a copy of the listing application made by the applicant company. All amounts used in this listing statement are stated in United States dollars. The Exchange has received no consideration in connection with the issue of this listing statement other than the customary listing fee. The papers and exhibits submitted by the applicant company in support of the listing application are open for inspection at the general office of the Exchange.

At present there are four General Motors subsidiary manufacturing units in Canada: General Motors of Canada, Limited, which has plants in Oshawa and Windsor, Ontario, and manufactures and assembles GM cars and trucks, automobile engines, and six-wheel drive military units; General Motors Diesel Limited, which builds diesel locomotives at London, Ontario; Frigidaire Products of Canada Limited which produces Frigidaire and Delco-heat products and jet engine blades in the Toronto area; and McKinnon Industries Limited which makes a variety of automotive parts, assemblies and accessories, and military truck axles and aircraft bearings at St. Catharines, Ontario. Today there are 17,000 General Motors employees in Canada.

The products of the Corporation and its subsidiaries are also distributed to countries other than the United States and Canada through the Overseas Operations Division and various subsidiaries. Assembly and manufacturing operations are conducted in 17 foreign countries, including manufacture of Vauxhall cars and Bedford trucks in England, Opel cars and trucks in Germany, and Holden cars and utility vehicles in Australia.

To further assist in effective merchandising of the Corporation's automotive and other products, General Motors Acceptance Corporation and other subsidiaries afford wholesale financing to the Corporation's dealers and instalment financing to their retail customers. General Exchange Insurance Corporation and Motors Insurance Corporation offer insurance coverage to the dealers' retail customers.

The defense products of the Corporation fall into three general groups as follows:

- a. Military items which General Motors had been making before the Korean crisis, such as aircraft propellers, aircraft bombsights and navigational instruments, and Allison jet aircraft engines.
- b. Products identical to, or very similar to, those made by GM for civilian use, such as trucks; staff cars; diesel engines for marine, vehicle and stationary use; ball and roller bearings, and electrical equipment.
- c. Military items unlike any the Corporation makes in time of peace, such as tanks, guns and projectiles, which are in production, as well as planes and Sapphire jet engines which are still in some phase of make-ready.

In the first quarter of 1952 the average number of employees, hourly-rate and salaried, employed by the Corporation and its wholly-owned subsidiaries (except two foreign manufacturing subsidiaries not consolidated) was 449,354.

3. INCORPORATION

The Corporation was incorporated by a certificate issued by the State of Delaware on the thirteenth day of October, 1916.

4. SHARE ISSUES

There have been no new share issues during the last five years. Effective October 2, 1950, each share of common stock of \$10 par value was reclassified and split into two shares of common stock of \$5 par value.

5. STOCK PROVISIONS AND VOTING POWERS

The total authorized stock of the Corporation is 156,000,000 shares, of which 6,000,000 shares are preferred stock without par value and 150,000,000 shares are common stock with the par value of \$5 each.

The following is a summarized statement of the rights, preferences, privileges and priorities of the common stock of the Corporation.

Dividend Rights: After the issue of preferred stock without par value, no cash dividends on common stock may be declared so long as net quick assets in excess of current liabilities are less than \$75 for each share of outstanding preferred stock.

If preferred stock additional to the 1,875,366 shares of \$5 series is issued, no dividends other than dividends payable in common stock shall be paid on the common stock, unless common stock capital and surplus shall exceed \$335,700,600 by not less than \$100 for each additional share of preferred stock issued and outstanding.

Subject to the above, when all cumulative dividends on the preferred stock have been paid and a sum sufficient to pay the next quarterly dividend thereon has been set aside, the Board of Directors may declare dividends on the common stock out of the remaining surplus or net profits.

Limitations in Any Indenture or Other Agreements on the Payment of Dividends: There are no indentures or agreements embodying limitations to the dividend rights of the common stock.

Voting Rights: The holders of common stock shall have the right to vote on all questions to the exclusion of all other stockholders, except as otherwise specified in the Certificate of Incorporation, as amended, relating to voting rights of preferred stockholders.

In summary, the Certificate of Incorporation provides that the holders of preferred stock shall not have any voting power whatsoever except upon the question of selling, conveying, transferring or otherwise disposing of the property and assets of the Corporation as an entirety and except as otherwise required by law; provided, however, that if the Corporation shall fail to pay any dividend on the shares of any series of preferred stock when it regularly becomes due and such failure shall continue for a period of six months, the holders of the shares of preferred stock as a class, during the continuance of such non-payment and until all accrued dividends on the shares of all series shall have been paid, shall have the exclusive right to elect one quarter of the total number of the directors of the Corporation. No amendment to any provision contained in the Certificate of Incorporation in reference to the rights and security of preferred stockholders shall be authorized unless such amendment is consented to by the holders of three-fourths of the shares of preferred stock. The holders of preferred stock also have certain rights with reference to mortgage or other pledge of the property of the Corporation.

Liquidation Rights: After all payments are made to holders of preferred stock on liquidation as provided in the Certificate of Incorporation, the remaining assets and funds shall be divided among and paid to the holders of the common stock pro rata according to their respective shares.

Pre-emptive Rights: No additional common stock or obligations convertible into common stock shall be issued or sold for cash, except after first having been offered for subscription to the holders of the then outstanding common stock according to their respective shares. The Board of Directors in its discretion may provide other pre-emptive rights.

Subscription Rights: None other than such as the Board of Directors in its discretion may determine.

Conversion Rights: The holders of common stock have no conversion rights.

Redemption Provisions Applicable Thereto: There are no redemption provisions applicable to the common stock.

Liability to Assessment: The holders of common stock have no assessment liability.

6.

DIVIDEND RECORD

Dividends on the common and preferred stocks from 1947 to date are as follows:

DIVIDENDS ON COMMON STOCK			DIVIDENDS ON PREFERRED STOCKS			
\$5 PAR VALUE			\$5.00 SERIES		\$3.75 SERIES	
	Amount	Per Share	Amount	Per Share	Amount	Per Share
1947	\$132,167,487	\$1.50*	\$9,178,220	\$5.00	\$3,750,090	\$3.75
1948	197,845,688	2.25*	9,178,220	5.00	3,750,095	3.75
1949	351,380,264	4.00*	9,178,220	5.00	3,750,096	3.75
1950	526,111,783	6.00*	9,178,220	5.00	3,750,095	3.75
1951	350,249,851	4.00	9,178,220	5.00	3,750,093	3.75

*Dividends are shown in terms of present \$5 par value stock. Effective October 2, 1950, the former \$10 par value common stock was reclassified and split into two shares of \$5 par value common stock.

During the first six months of 1952, the Corporation paid on the preferred stocks the two regular quarterly dividends totalling \$2.50 per share on the \$5.00 series and \$1.875 per share on the \$3.75 series. During the same period, a total of \$2.00 per share was paid on the common stock, consisting of payments of \$1.00 per share each on March 10, 1952 and June 10, 1952.

7.

OPTIONS AND UNDERWRITINGS

There are no shares of the Corporation under option.

8.

LISTING ON OTHER STOCK EXCHANGES

The following summarizes the listings on stock exchanges in the United States:

<i>Title of the Class</i>	<i>Amount of Issued Securities Registered</i>	<i>Amount of Unissued Securities Registered Upon Notice of Issuance</i>	<i>Name of Each Exchange on which Registered</i>
Common, \$5 par value	88,208,680	None	Detroit Stock Exchange Los Angeles Stock Exchange Midwest Stock Exchange New York Stock Exchange Philadelphia-Baltimore Stock Exchange San Francisco Stock Exchange
Preferred, without par value, \$5.00 series (stated value \$100 per share, dividends cumulative)	1,875,366	None	Los Angeles Stock Exchange Midwest Stock Exchange New York Stock Exchange Philadelphia-Baltimore Stock Exchange San Francisco Stock Exchange
Preferred, without par value, \$3.75 series (stated value \$100 per share, dividends cumulative)	1,000,000	None	New York Stock Exchange

Application is being made for the listing of the shares of common stock of the Corporation on the Montreal Stock Exchange.

9.

SECURITIES COMMISSION REGISTRATION

Pursuant to Section 13 of the Securities Exchange Act of 1934, Form 10-K has been filed each year by General Motors Corporation with the Securities and Exchange Commission, Washington, D.C. A copy of the most recent report (for the year 1951, dated May 9, 1952) has been filed with the Secretary of the Toronto Stock Exchange and is available for inspection.

Since no offering is being made in Canada, registration or filing with the Ontario Securities Commission is not required.

10.

FISCAL YEAR

The Corporation's fiscal year ends on the 31st day of December.

11.

ANNUAL MEETING

The annual meeting of the stockholders is held at the Buick-Oldsmobile-Pontiac Assembly Division plant of General Motors Corporation, located at Boxwood and Centerville Roads, Christiana Hundred, New Castle County, Delaware, on the third Friday following the first Monday in May. The last annual meeting was held on May 23, 1952.

12.

HEAD AND OTHER OFFICES

The Corporation's principal offices are located at: 3044 West Grand Boulevard, Detroit 2, Michigan and 1775 Broadway, New York 19, New York.

13.

TRANSFER AGENT

National Trust Company, Limited, at Toronto and Montreal, is the transfer agent in Canada in respect of the common shares of the Corporation. The shares of the Corporation are interchangeably transferable at such offices and at the United States transfer offices located at the Corporation's offices at 1775 Broadway, New York 19, New York, and 1007 Market Street, Wilmington 98, Delaware; and The Continental Illinois National Bank and Trust Co. of Chicago at 231 S. La Salle Street, Chicago 90, Illinois.

14.

TRANSFER FEES

No fee is charged on transfer of the common shares, other than the customary stock transfer taxes.

15.

REGISTRAR

The Royal Trust Company, at Toronto and Montreal, is the registrar in Canada of the common shares of the Corporation. The U.S. registrars are: The Chase National Bank of the City of New York, New York 15, N.Y.; Wilmington Trust Company, Wilmington 99, Delaware; and Northern Trust Company, Chicago 90, Illinois.

16.

AUDITORS

The auditors of the Corporation are Messrs. Haskins & Sells, 67 Broad Street, New York 4, N.Y.

17.

OFFICERS

Principal Officers who are also Directors, and Members of the Operations Policy Committee:

NAME	POSITION	ADDRESS
Alfred P. Sloan, Jr.	Chairman of the Board; member of Financial Policy Committee; Chairman, Bonus and Salary Committee.	30 Rockefeller Plaza, New York 20, New York.
Charles E. Wilson	President, Chief Executive Officer; Chairman, Operations Policy Committee; member of Financial Policy Committee.	General Motors Corporation, 3044 W. Grand Boulevard, Detroit 2, Michigan.
Albert Bradley	Executive Vice-President; Chairman, Financial Policy Committee; member of Operations Policy Committee.	General Motors Corporation, 1775 Broadway, New York 19, New York.
Harlow H. Curtice	Executive Vice-President, in Charge General Staff Activities; member of Financial Policy Committee and Operations Policy Committee.	General Motors Corporation, 3044 W. Grand Boulevard, Detroit 2, Michigan.
Ronald K. Evans	Executive Vice-President, in Charge Operating Divisions Other Than Automotive and Parts Divisions; member of Operations Policy Committee.	General Motors Corporation, 3044 W. Grand Boulevard, Detroit 2, Michigan.
Louis C. Goad	Executive Vice-President, in Charge Automotive and Parts Divisions; member of Operations Policy Committee.	General Motors Corporation, 3044 W. Grand Boulevard, Detroit 2, Michigan.
Frederic G. Donner	Vice-President, in Charge of Finance; member of Financial Policy Committee and Operations Policy Committee.	General Motors Corporation, 1775 Broadway, New York 19, N.Y.
Edward R. Godfrey	Vice-President; Group Executive, Dayton and Household Appliance Group; member of Operations Policy Committee.	300 Taylor Street, Dayton 1, Ohio.
John F. Gordon	Vice-President; Group Executive, Body and Assembly Divisions Group; member of Operations Policy Committee.	General Motors Corporation, 3044 W. Grand Boulevard, Detroit 2, Michigan.
Carl H. Kindl	Vice-President; Group Executive, Overseas and Canadian Group; member of Operations Policy Committee.	General Motors Corporation, 3044 W. Grand Boulevard, Detroit 2, Michigan.
Harry J. Klingler	Vice-President; Group Executive, Car and Truck Group; member of Operations Policy Committee.	General Motors Corporation, 3044 W. Grand Boulevard, Detroit 2, Michigan.
R. Samuel McLaughlin	Vice-President; Chairman, Board of Directors, General Motors of Canada, Limited.	General Motors of Canada, Limited, Oshawa, Ontario, Canada.
Cyrus R. Osborn	Vice-President; Group Executive, Engine Group; member of Operations Policy Committee.	General Motors Corporation, 3044 W. Grand Boulevard, Detroit 2, Michigan.
Sherrod E. Skinner	Vice-President; Group Executive, Accessory Group; member of Operations Policy Committee.	625 Wildwood Drive, East Lansing, Michigan.

Certain Other Officers who are not Directors:

George A. Brooks	Secretary	General Motors Corporation, 1775 Broadway, New York 19, N.Y.
George Russell	Treasurer	General Motors Corporation, 3044 W. Grand Boulevard, Detroit 2, Michigan.



GENERAL MOTORS CORPORATION

"GEORGE RUSSELL",
Treasurer.

STATEMENT SHOWING NUMBER OF SHAREHOLDERS
as of April 7, 1952 (Preferred) and May 15, 1952 (Common)

	Shareholders	Shares Issued
Preferred Stock: \$5.00 series.....	20,386	1,875,366
\$3.75 series.....	9,633	1,000,000
Common Stock: \$5.00 par value....	455,134	88,208,680

FINANCIAL STATEMENTS

GENERAL MOTORS CORPORATION AND CONSOLIDATED SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEET — DECEMBER 31, 1951 and 1950

ASSETS

	December 31, 1951	December 31, 1950
CURRENT ASSETS:		
Cash.....	\$ 338,629,847	\$ 314,054,859
United States Government securities—short term—at cost.....	211,414,296	646,648,788
Accounts and notes receivable (less allowance for doubtful accounts: 1951—\$1,609,137; 1950—\$1,571,230).....	558,849,688	430,255,529
Inventories.....	1,140,906,659	888,594,400
TOTAL CURRENT ASSETS.....	\$2,249,800,490	\$2,279,553,576
INVESTMENTS AND MISCELLANEOUS ASSETS (see accompanying schedule):		
Investments in subsidiary companies not consolidated.....	\$ 191,509,099	\$ 191,255,452
Other investments.....	20,743,267	19,874,613
Miscellaneous assets.....	95,146,886	38,660,599
TOTAL INVESTMENTS AND MISCELLANEOUS ASSETS.....	\$ 307,399,252	\$ 249,790,664
COMMON CAPITAL STOCK IN TREASURY:		
Held for bonus purposes (1951—807,274 shares; 1950—643,452 shares)	\$ 39,074,078	\$ 28,997,709
REAL ESTATE, PLANTS, AND EQUIPMENT.....	\$2,162,918,601	\$1,909,429,470
Less accumulated depreciation and obsolescence.....	1,221,075,382	1,107,482,214
NET REAL ESTATE, PLANTS, AND EQUIPMENT.....	\$ 941,843,219	\$ 801,947,256
PREPAID EXPENSES AND DEFERRED CHARGES.....	\$ 70,251,206	\$ 20,692,426
GOODWILL, PATENTS, ETC.....	\$ 63,214,330	\$ 63,214,330
TOTAL ASSETS.....	\$3,671,582,575	\$3,444,195,961

LIABILITIES, RESERVES, AND CAPITAL

	December 31, 1951	December 31, 1950
CURRENT LIABILITIES:		
United States and foreign income and excess profits taxes.....	\$ 981,110,167	\$ 998,159,852
Less United States Government securities.....	929,687,800	961,931,700
Net liability.....	\$ 51,422,367	\$ 36,228,152
Accounts payable.....	367,852,050	373,515,276
Taxes, payrolls, and sundry accrued items.....	370,535,855	360,321,926
Dividends payable on preferred capital stocks.....	3,232,078	3,232,078
TOTAL CURRENT LIABILITIES.....	\$ 793,042,350	\$ 773,297,432
OTHER LIABILITIES—Employees Bonus, Taxes, Warranties, and Miscellaneous	\$ 127,026,003	\$ 112,932,236
RESERVES:		
Employees benefit plans.....	\$ 29,500,090	\$ 29,500,090
Employees bonus (unawarded balance).....	19,684,809	19,726,046
Deferred income.....	2,041,901	1,806,591
Reconversion and plant rehabilitation costs incident to the defense emergency.....	35,000,000	—
Unremitted foreign profits (including earnings reinvested outside the United States).....	89,146,494	90,352,506
Miscellaneous (substantially allocable to foreign operations).....	43,767,003	27,228,531
TOTAL RESERVES.....	\$ 219,140,297	\$ 168,613,764
MINORITY INTEREST—Preference Stock of Subsidiary Company.....	\$ 1,973,414	\$ 1,973,414
CAPITAL STOCK AND SURPLUS:		
Capital stock:		
Preferred, without par value (authorized, 6,000,000 shares):		
\$5.00 series, stated value \$100 per share (issued, 1,875,366 shares; less in treasury, 39,722 shares; outstanding, 1,835,644 shares) \$	183,564,400	\$ 183,564,400
\$3.75 series, stated value \$100 per share (issued and outstanding, 1,000,000 shares).....	100,000,000	100,000,000
Common, \$5 par value (authorized, 150,000,000 shares; issued, 88,208,680 shares).....	441,043,400	441,043,400
TOTAL CAPITAL STOCK.....	\$ 724,607,800	\$ 724,607,800
Capital surplus.....	34,850,276	34,850,276
Net income retained for use in the business (earned surplus).....	1,770,942,435	1,627,921,039
TOTAL CAPITAL STOCK AND SURPLUS.....	\$2,530,400,511	\$2,387,379,115
TOTAL LIABILITIES, RESERVES, AND CAPITAL.....	\$3,671,582,575	\$3,444,195,961

Reference should be made to the Notes to Financial Statements.

GENERAL MOTORS CORPORATION AND CONSOLIDATED SUBSIDIARIES

SUMMARY OF CONSOLIDATED INCOME

For the Years Ended December 31, 1951 and 1950

	Year 1951	Year 1950
NET SALES.....	\$7,465,554,851	\$7,531,086,846
Equity in earnings of subsidiary companies not consolidated (dividends and interest received amounted to \$20,317,576 in 1951 and \$9,776,914 in 1950).....	36,532,331	31,755,284
Other income less sundry income deductions.....	31,590,521	27,745,719
TOTAL.....	\$7,533,677,703	\$7,590,587,849
LESS:		
Cost of sales and other operating charges, exclusive of items listed below	\$5,574,959,901	\$5,314,573,287
Selling, general, and administrative expense.....	245,601,331	247,186,311
Provision for:		
Depreciation and obsolescence of real estate, plants, and equipment..	124,783,573	121,925,443
Deferment of unremitted foreign profits where exchange restrictions exist.....	11,865,629	27,642,045
Reconversion and plant rehabilitation costs incident to the defense emergency.....	35,000,000	—
Employees bonus.....	52,749,628	67,600,000
United States and foreign income and excess profits taxes.....	982,518,081	977,616,724
TOTAL.....	\$7,027,478,143	\$6,756,543,810
NET INCOME for the year.....	\$ 506,199,560	\$ 834,044,039
Dividends on preferred capital stocks.....	12,928,313	12,928,315
AMOUNT EARNED ON COMMON CAPITAL STOCK.....	\$ 493,271,247	\$ 821,115,724
Average number of shares of common capital stock outstanding during the year	87,548,367	87,773,789
AMOUNT EARNED PER SHARE OF COMMON CAPITAL STOCK.....	\$5.63	\$9.35

Reference should be made to the Notes to Financial Statements.

SUMMARY OF CONSOLIDATED SURPLUS

For the Years Ended December 31, 1951 and 1950

	Year 1951	Year 1950
NET INCOME RETAINED FOR USE IN THE BUSINESS (earned surplus) at beginning of the year.....	\$1,627,921,039	\$1,332,917,098
NET INCOME for the year.....	506,199,560	834,044,039
TOTAL.....	\$2,134,120,599	\$2,166,961,137
LESS CASH DIVIDENDS:		
Preferred capital stock—\$5.00 series.....	\$ 9,178,220	\$ 9,178,220
Preferred capital stock—\$3.75 series.....	3,750,093	3,750,095
Total preferred dividends.....	\$ 12,928,313	\$ 12,928,315
Common capital stock:		
March 10 (\$1.00 per share in 1951).....	\$ 87,710,041	\$ 65,886,298
June 9 (\$1.00 per share in 1951).....	87,634,467	65,931,534
September 10 (\$1.00 per share in 1951).....	87,534,222	175,472,362
December 10 (\$1.00 per share in 1951).....	87,371,121	218,821,589
Total common dividends.....	\$ 350,249,851	\$ 526,111,783
TOTAL CASH DIVIDENDS.....	\$ 363,178,164	\$ 539,040,098
NET INCOME RETAINED FOR USE IN THE BUSINESS (earned surplus) at end of the year.....	\$1,770,942,435	\$1,627,921,039
CAPITAL SURPLUS at beginning and end of the year.....	Year 1951 \$ 34,850,276	Year 1950 \$ 34,850,276

Reference should be made to the Notes to Financial Statements.

ACCOUNTANTS' CERTIFICATE

General Motors Corporation, Its Directors and Shareholders:

We have examined the Condensed Consolidated Balance Sheet of General Motors Corporation and consolidated subsidiaries as of December 31, 1951 and 1950, and the related Summaries of Consolidated Income and Surplus for the years then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances; it was not practicable to confirm receivables from the United States Government but we have satisfied ourselves with respect to such receivables by means of other auditing procedures.

In our opinion, the accompanying Condensed Consolidated Balance Sheet and related Summaries of Consolidated Income and Surplus present fairly the financial position of the companies at December 31, 1951 and 1950, and the results of their operations for the years then ended, in conformity with generally accepted accounting principles consistently applied.

HASKINS & SELLS

67 Broad Street, New York 4, N.Y.
March 10, 1952.

GENERAL MOTORS CORPORATION AND CONSOLIDATED SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

Principle of Consolidation:

The consolidated statements include all subsidiary companies which are wholly-owned, or practically so, and which are engaged in the manufacture or wholesale marketing of the Corporation's United States and Canadian products. Subsidiary companies which are not included in the Corporation's consolidated statements are listed in the accompanying schedule, which also shows the bases on which such investments are carried.

Net income retained for use in the business (earned surplus) represents consolidated net income of General Motors Corporation since inception less dividends paid shareholders and transfers to capital stock accounts. It includes \$87,559,929 at December 31, 1951 and \$72,076,448 at December 31, 1950 representing undistributed profits of subsidiaries not consolidated.

Other Income Less Sundry Income Deductions:

Other income consists principally of dividends received and interest earned. Sundry income deductions amounted to \$4,743,139 in 1951 and \$4,938,605 in 1950.

Provision for United States Income and Excess Profits Taxes:

The combined corporate normal tax and surtax rate applicable to 1951 income, as determined under the tax laws, was 50¾% and, in addition, an excess profits tax of 30% was applied to income in excess of a base period credit. In the case of General Motors this credit was based upon 84% of average earnings for the three years, 1947-1949, with certain adjustments as provided by law. In the year 1950, income was subject to a combined normal income tax and surtax rate of 42% and the excess profits tax of 30% applied to only one-half the 1950 income in excess of a credit based upon 85% of average earnings in the base period. The provision for excess profits taxes amounted to \$176,834,395 for 1951 and \$155,244,161 for 1950.

Employe Pensions:

For the year 1951, payments by the Corporation to provide retirement benefits for United States employes, under the pension program totalled \$76,868,036. This amount included \$66,770,700 paid into trust funds to provide non-contributory benefits under the Hourly-Rate Employes' Pension Plan and the Retirement Program for Salaried Employes. Of the latter amount, \$25,115,700 was attributable to past service benefits based on amortizing the cost of such benefits over a 30-year period beginning with 1950. The total of \$76,868,036 also included payments made to three insurance companies of \$9,755,045 representing the Corporation's contribution for benefits under the contributory part of the Retirement Program for Salaried Employes, of which \$714,567 represented a payment on account of past service benefits on the basis of funding the cost of such benefits at the annual rate of one-tenth of the total single payment cost beginning with 1944. Also included in the total was \$342,291 paid directly by the Corporation to employes in the United States who have retired under the pension program.

For the year 1951, payments by Canadian and other foreign consolidated subsidiaries to insurance companies or trustees under the separate retirement plans of these subsidiaries totalled \$3,020,581.

Accounts and Notes Receivable:

Accounts and notes receivable include: \$286,064,499 at December 31, 1951 and \$52,384,437 at December 31, 1950 of receivables from the United States Government for product and facilities; \$58,290,049 at December 31, 1951 and \$178,774,624 at December 31, 1950 of receivables from General Motors Acceptance Corporation representing principally in-transit items in connection with current financing of sales of the Corporation's products; and \$5,474,282 at December 31, 1951 and \$11,086,490 at December 31, 1950 of current receivables from other subsidiary companies not consolidated.

Inventories:

Inventories are stated at cost or less, not in excess of market, cost being determined on the basis generally of first-in, first-out.

Goodwill, Patents, Etc.:

The Corporation's goodwill and patents account includes a nominal amount of \$1 for patents. Goodwill is recognized only in connection with the acquisition of a going business, in which case it represents the difference between the purchase price and the value ascribed to the net tangible assets acquired. It is not the Corporation's general practice to amortize items carried in this account.

Employes Bonus:

For the year 1951 the Bonus and Salary Committee directed a credit of \$52,749,628 to the reserve for employes bonus, which is the amount that the independent public accountants determined to be 12% of net earnings after deducting 5% on net capital. This amount, together with the \$19,641,346 unawarded balance in the reserve carried forward from the previous year (after deducting expenses of \$95,244 in connection with certain awards to employes located outside the United States charged to the reserve by direction of the Bonus and Salary Committee), resulted in a total of \$72,390,974 available for distribution. The Bonus and Salary Committee has determined awards for 1951 under the Bonus Plan totalling \$52,706,165, leaving an unawarded balance of \$19,684,809 in the reserve for employes bonus at December 31, 1951. See page 45 of the Corporation's annual report to shareholders for determination of amount of credit to bonus reserve and amount available for distribution for 1951.

The consolidated balance sheet at December 31, 1951 includes in "Taxes, payrolls, and sundry accrued items" the portions of unearned bonus awards for the years 1948 through 1951 which are payable in cash within approximately one year, amounting to \$37,625,154. The remainder of the unearned bonus awards for those years, amounting to \$75,728,360 and payable in cash and common capital stock, has been included in "Other liabilities—employes bonus, taxes, warranties, and miscellaneous." Common capital stock held in treasury at December 31, 1951 for bonus purposes amounts to 807,274 shares, including 317,048 shares with a value of \$14,289,353 awarded for 1950 and held for future delivery under the earning out provisions of the Bonus Plan. The balance of 490,226 shares in treasury with a value of \$24,784,725 represents stock held for 1951 bonus awards.

The consolidated balance sheet at December 31, 1951 gives effect to the delivery on January 10, 1952 of cash in the amount of \$30,858,842 and 140,881 shares of common capital stock in treasury, representing portions of bonus awards for the years 1947 through 1950 which were earned out during the year 1951 in accordance with the provisions of the Bonus Plan.

In addition to the amount provided under the Corporation's Bonus Plan, certain consolidated foreign subsidiaries having separate bonus plans provided a total equivalent to \$535,800 for bonus in 1951, which amount was charged to income by these subsidiaries.

Contingent Liabilities:

There are various claims against the Corporation and its consolidated subsidiaries in respect to sundry taxes, suits, patent infringements and other matters incident to the ordinary course of business, together with other contingencies. There is no way of determining the eventual liability for these claims and contingencies but, in the opinion of the management and of the general counsel, amounts included in other liabilities and reserves on the books of the Corporation and its consolidated subsidiaries are adequate to cover all settlements that may be made.

The renegotiation of profits on 1950 and 1951 defense material deliveries which are subject to the applicable renegotiation acts has not as yet been concluded. Final billing prices under certain contracts which contain price redetermination clauses have not yet been determined. In the opinion of management adequate effect has been given in the financial statements to provide for such adjustments as may result from final settlement of these matters.

Foreign Operations:

The Corporation's investments outside the United States are summarized in the following table.

Consolidated net income for 1951 includes \$55,808,885 of net profits realized from operations outside the United States, but does not include profits of operations in certain foreign countries where exchange restrictions exist which have not been remitted to the United States. In view of the improvement in the Canadian foreign exchange position in the past year and the favorable economic position of Canada, effective with the year 1951 profits realized in Canada are being included in income as earned.

The reserve for unremitted foreign profits represents the amount of profits of consolidated foreign operations remaining unremitted (including Canadian operations for the years 1940 through 1950) which has not been included in consolidated net income. Substantially more than one-half of the amount included in the reserve represents earnings reinvested abroad, largely in the form of additional plant and inventories. The reserve amounted to \$89,146,494 at December 31, 1951, a net decrease for the year of \$1,206,012. The reserve was increased during the year by \$26,905,747 on account of unremitted 1951 profits. However, the reserve was reduced during the year by \$15,040,118 on account of remittances to the United States of profits previously reserved, and by \$13,071,641 (representing a transfer to miscellaneous reserves) in order to restate the amount of unremitted foreign profits on the basis of significant free or curb exchange rates where such rates were lower than official rates.

Investments in foreign subsidiaries not consolidated are carried substantially at cost or at nominal valuations. The Corporation's equity in the unremitted profits of foreign subsidiaries not consolidated, exclusive of those carried at nominal valuations, which has been excluded from consolidated income because of exchange restrictions amounted cumulatively to \$19,034,950 at December 31, 1951 and \$19,060,437 at December 31, 1950.

A portion of the cash as reported above for consolidated foreign operations is in excess of current operating needs. Such cash arose almost entirely from profits unremitted because of exchange restrictions. Based upon official rates of exchange, such excess cash balances amounted to \$24,365,685 at December 31, 1951 and to \$16,198,204 at December 31, 1950. It is the practice of the Corporation to exclude these amounts from cash in the consolidated balance sheet and to carry them in miscellaneous assets.

In addition to the amounts shown in the following table, General Motors Acceptance Corporation, a wholly-owned non-consolidated subsidiary, had total assets outside the United States at December 31, 1951 of \$151,855,846. After deducting foreign borrowings, other liabilities and reserves, General Motors Acceptance Corporation's net investment abroad was \$13,064,724.

SUMMARY OF GENERAL MOTORS INVESTMENTS OUTSIDE THE UNITED STATES

	DECEMBER 31, 1951				TOTAL DECEMBER 31, 1950
	Canada, Mexico and So. America	England, Australia, So. Africa, etc.*	All Other	Total	
ASSETS OF CONSOLIDATED FOREIGN OPERATIONS:					
Cash.....	\$ 21,571,906	\$ 5,425,966	\$ 9,190,696	\$ 36,188,568	\$ 43,213,400
Accounts and notes receivable (less allowance for doubtful accounts).....	25,840,900	13,410,009	15,150,328	54,401,237	43,682,437
Inventories.....	117,000,951	71,043,879	33,281,461	221,326,291	137,597,111
TOTAL CURRENT ASSETS.....	\$164,413,757	\$ 89,879,854	\$57,622,485	\$311,916,096	\$224,492,948
Other assets (after deducting accumulated de- preciation and obsolescence).....	54,768,388	22,178,297	16,840,484	93,787,169	77,820,597
TOTAL ASSETS.....	\$219,182,145	\$112,058,151	\$74,462,969	\$405,703,265	\$302,313,545
LESS:					
Current liabilities.....	\$ 66,306,295	\$ 53,988,884	\$32,950,463	\$153,245,642	\$115,687,038
Other liabilities.....	16,311,152	8,856,726	3,102,139	28,270,017	15,655,020
TOTAL LIABILITIES.....	\$ 82,617,447	\$ 62,845,610	\$36,052,602	\$181,515,659	\$131,342,058
NET ASSETS OF CONSOLIDATED FOREIGN OPERATIONS.....	\$136,564,698	\$ 49,212,541	\$38,410,367	\$224,187,606	\$170,971,487
INVESTMENTS IN SUBSIDIARY COMPANIES NOT CONSOLIDATED:					
Vauxhall Motors Limited.....	—	9,099,748	—	9,099,748	9,369,630
Adam Opel A. G.....	—	—	1	1	1
Other.....	3,291,303	—	1	3,291,304	807,646
TOTAL INVESTMENTS OUTSIDE THE UNITED STATES BEFORE DEDUCTING RESERVES	\$139,856,001	\$ 58,312,289	\$38,410,369	\$236,578,659	\$181,148,764
LESS RESERVES ALLOCABLE TO FOREIGN OPERATIONS:					
Unremitted foreign profits of consolidated operations.....				89,146,494	90,352,506
Other.....				36,753,954	21,364,009
NET INVESTMENTS OUTSIDE THE UNITED STATES.....				\$110,678,211	\$ 69,432,249

*Also includes investments in Egypt, India, New Zealand and Pakistan.

SCHEDULE OF INVESTMENTS AND MISCELLANEOUS ASSETS December 31, 1951 and 1950

	December 31, 1951	December 31, 1950
INVESTMENTS IN SUBSIDIARY COMPANIES NOT CONSOLIDATED:		
Companies carried generally at cost adjusted to include the Corporation's proportion of undistributed profits since acquisition:		
General Motors Acceptance Corporation.....	\$127,790,245	\$137,015,405
General Exchange Insurance Corporation.....	21,642,507	23,012,741
Yellow Manufacturing Acceptance Corporation.....	13,543,524	8,135,931
Dealerships operating under the Motors Holding Plan.....	11,069,957	5,832,326
Other.....	8,363,116	7,889,417
Foreign companies carried substantially at cost or at nominal valuation:		
Vauxhall Motors Limited.....	9,099,748	9,369,630
Adam Opel A. G.....	1	1
Other.....	1	1
TOTAL INVESTMENTS IN SUBSIDIARY COMPANIES NOT CONSOLIDATED.....	\$191,509,099	\$191,255,452
OTHER INVESTMENTS:		
Ethyl Corporation (carried at cost adjusted to include the Corporation's proportion, \$1,463,500, of undivided profits at December 31, 1935).....	\$ 17,519,633	\$ 17,519,633
GM Shares, Inc. common stock.....	394,408	394,408
Other.....	2,829,226	1,960,572
TOTAL OTHER INVESTMENTS.....	\$ 20,743,267	\$ 19,874,613
MISCELLANEOUS ASSETS:		
Cash in foreign countries in excess of operating needs, subject to exchange restrictions.....	\$ 24,365,685	\$ 16,198,204
Loans and advances to steel suppliers.....	58,098,000	4,000,000
Other.....	12,683,201	18,462,395
TOTAL MISCELLANEOUS ASSETS.....	\$ 95,146,886	\$ 38,660,599
TOTAL INVESTMENTS AND MISCELLANEOUS ASSETS.....	\$307,399,252	\$249,790,664

NOTE: The investment in General Motors Acceptance Corporation at December 31, 1951 was represented by a total of \$61,250,000 invested in the capital stock of the Company together with \$66,540,245 of reinvested earnings.

RECORD OF SALES, NET INCOME, AND DIVIDENDS

Year Ended Dec. 31	Net Sales	Net Income	Dividends on Preferred Stocks	Amount Earned on Common Stock	Dividends on Common Stock	Total Dividends on Preferred and Common Stocks as % of Net Income	Income Reinvested in the Business
1942	\$2,250,548,859	\$163,651,588	\$ 9,178,220	\$154,473,368	\$ 86,992,295	58.8%	\$ 67,481,073
1943	3,796,115,800	149,780,088	9,178,220	140,601,868	87,106,758	64.3	53,495,110
1944	4,262,249,472	170,995,865	9,178,220	161,817,645	132,063,371	82.6	29,754,274
1945	3,127,934,888	188,268,115	9,178,220	179,089,895	132,066,520	75.0	47,023,375
1946	1,962,502,289	87,526,311	9,782,407	77,743,904	99,158,674	124.5	* 21,414,770
1947	3,815,159,163	287,991,373	12,928,310	275,063,063	132,167,487	50.4	142,895,576
1948	4,701,770,340	440,447,724	12,928,315	427,519,409	197,845,688	47.9	229,673,721
1949	5,700,835,141	656,434,232	12,928,316	643,505,916	351,380,264	55.5	292,125,652
1950	7,531,086,846	834,044,039	12,928,315	821,115,724	526,111,783	64.6	295,003,941
1951	7,465,554,851	506,199,560	12,928,313	493,271,247	350,249,851	71.7	143,021,396

*Italics indicate excess of dividends over net income.